

Phg. 173

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, the Undersigned, Fleet Finance, Inc. (and affiliated companies; see attached Exhibit "A") ("Seller"), for valuable consideration, given and paid by National Loan Investors, L.P. ("Buyer"), receipt whereof is hereby acknowledged, constitutes and appoints M. JaLynn Benton, Patrick T. Morrissey, and Paul G. Heafy, as duly authorized Officers of Buyer, or their successor(s) in office ("Attorneys-In-Fact"), the true and lawful Attorneys-In-Fact of the Seller, each authorized to act individually, with full power by an instrument in writing to appoint a substitute or substitutes for and in the name and stead of the Seller but for the benefit of Buyer, to endorse, and/or assign to Buyer, without recourse, any and all indebtedness, notes, commercial paper, promises to pay, conditional sales contracts, and other obligations (collectively, "Contracts"), and to execute Lost Note Affidavits in furtherance thereof, and any and all claims, choses in action, and rights and causes of action relating thereto, including without limitation any and all insurance policies held as security for said Contracts, and all other property of every kind described in those certain Loan Sale Agreements dated May 30, 1996, for Loan Sale No. AMG-96-009, AMG-96-012, AMG-96-014, & AMG-96-011, Pools 101, 103, 105, & 108, between the Seller and the Buyer, under which Loan Sale Agreements title to the Contracts and other property and the right and interest of the Seller in all security for the Contracts have been sold, delivered to and vested in Buyer; the Seller hereby ratifying and confirming all acts and things lawfully done by the Attorneys-In-Fact or their substitute or substitutes in pursuance of the authority herein granted.

This Limited Power of Attorney shall be effective as of the execution date hereof, and shall continue in full force and effect until the earlier of June 30, 1997, or the Seller's execution and delivery to the Buyer of an instrument revoking the authority hereby granted (the "Revocation").

IN WITNESS WHEREOF, the Seller has executed this instrument this 24th day of June, 1996.

FLEET FINANCE, INC.



Ernest Cermak, Sr. Vice President

DOC NUMBER 96127022
BOOK 6948
PAGES 1612 - 1614
TIME 11:20:23
FEE 12.00
09/11/1996
Jack D. Graham - Acting
Oklahoma County Clerk
RECORDED AND FILED

STATE MS. - DESOTO CO.
FILED

Nov 21 3 16 PM '96

BK 73 PG 290
W.E. DAVIS CH. CLK.

CERTIFIED COPY

SEP 11 1996

JACK D. GRAHAM
ACTING OKLAHOMA COUNTY CLERK
by Paul Bear Deputy

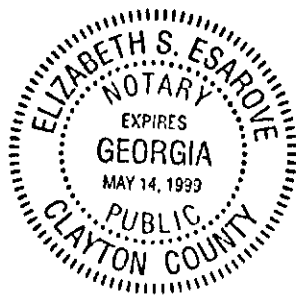
Allen W. Winkler, Asst. Secretary

3/12

CORPORATE ACKNOWLEDGMENT

STATE OF GEORGIA)
)
COUNTY OF DEKALB)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this 24th day of June, 1996, personally appeared before me Ernest Cermak and Allen W. Winkler, known to me personally to be the identical persons who subscribed the name of the maker thereof to the foregoing Limited Power of Attorney as its Senior Vice President and Assistant Secretary, respectively, and acknowledged to me that they executed the same as their free and voluntary act and deed, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.



Elizabeth S. Esarove
_____, Notary Public
My Commission Expires: 5/14/99

EXHIBIT "A"

**TO LIMITED POWER OF ATTORNEY UNDER LOAN SALE
AGREEMENT
LOAN SALE NO. AMG 96-009, AMG 96-012, AMG 96-014,
& AMG 96-011
POOL# 101, 103, 105, & 108**

The following legal entities are affiliates of Fleet Finance, Inc., "Seller" under the terms of the above noted agreement:

1. Fleet Finance, Inc. (a Delaware corp.)
2. Fleet Finance, Inc. (a Florida corp.)
3. Fleet Finance & Mortgage, Inc. (a Florida corp.)
4. Fleet Mortgage Brokers, Inc. (a Florida corp.)
5. Fleet Finance, Inc. (a Rhode Island corp.)
6. Fleet Finance, Inc. of GA (a Georgia corp.)
7. Fleet Finance of Louisiana, Inc. (a Louisiana corp.)
8. Fleet Industrial Loan Co. of Minnesota, Inc.
9. Fleet Finance, Inc. (a North Carolina corp.)
10. Fleet Finance and Mortgage, Inc. (a North Carolina corp.)
11. Fleet Consumer Discount Company (a Pennsylvania corp.)
12. Fleet Finance, Inc. (a South Carolina corp.)
13. Fleet Finance, Inc. (a Tennessee corp.)
14. Fleet Industrial Loan Co. (a Virginia corp.)